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www.mvfn.ca

**Minutes of MVFN Special Membership Meeting
Thursday, October 17, 2024
6:30 P.M. Almonte United Church Hall**

A special meeting of the MVFN membership was held on the above date with 47 members in attendance. The meeting was chaired by Valerie Wilkinson, President of MVFN and was called to order at 6.35 p.m.

1. Call to Order and Welcome from the Chair:

The Chair welcomed members to the meeting and explained that the reason for the meeting was to discuss one item of business: proposed changes to MVFN's Constitution and By-laws as required by the Ontario Not-for-Profit Corporations Act (ONCA) with a deadline date for filing set at October 18, 2024.

2. APPROVAL OF AGENDA:

Moved by Bernie Range, seconded by Joachim Moenig: THAT the Agenda be approved.

CARRIED.

3. New Business:

(i) Tabling of proposed revisions to the Constitution and By-laws of MVFN

The Chair made reference to the highlighted proposed changes to the Constitution and By-laws, copies of which were distributed at the meeting. She explained that the highlighted items in the Table of Contents and those highlighted in the following Bylaws are updates due to changes made at previous AGMs: 8. Order of Business; 20. Treasurer; 22. Committees of the board; 23. Executive Committee; 25. Program committee; 29. Finance Committee; 30. Program Committee; and Financial Review (33. and 34.). Also, that the changing of the word object to objectives is a grammatical one.

Paul Frigon, who was instrumental in overseeing the revised document, explained that MVFN is now governed by ONCA and must therefore adhere to its terms and conditions. He proceeded to address the necessary revisions to the Special Provisions and Bylaws: 1. Interpretation; 3. Annual Meeting of MVFN; and 4. Special Meetings of the MVFN.

The Chair welcomed questions from members and the following was noted:

- Despite having a person in place conducting a yearly financial review, would it be possible for MVFN to conduct some form of a more formal audit every 3-5 years.

The Chair agreed to bring this suggestion to a future meeting of the Board of Directors.

Moved by Cliff Bennett, seconded by Cheryl Smith THAT:

WHEREAS, it is required that MVFN submit up-to-date Constitution and By-laws for filing with the Ontario Not-for-Profit Corporations Act (ONCA);

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BE IT RESOLVED that the MVFN members present at the October 17th Special meeting, accept the revisions to the MVFN Constitution and By-laws as proposed. These changes include items forwarded to the members on October 3rd and additional items suggested by members as a result of the circulation of the document.

Member Nick de Boer raised several questions for clarification:

1. Regarding Section (e) of the MVFN Special Provisions, there is no reference to ONCA – why? The Special Provision reads as follows:

(e) If it is made to appear to the satisfaction of the Minister, upon report of the public Guardian and Trustee, that the corporation has failed to comply with any of the provisions of the Charities Accounting Act or the Charitable Gifts Act, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to make an order under subsection 317(1) of the Corporations Act to cancel the letters patent of the corporation and declare them to be dissolved.

Paul Frigon explained that this provision refers to the Corporations Act, and that his current review of ONCA requirements suggested that there was no comparable clause in ONCA. As a result, it was decided that the current wording remain. However, it will be subject to further review, if warranted, as a result of the ONCA filing.

2. Regarding the use of the words “letters patent” in the current Bylaws instead of “articles of incorporation” as referenced by ONCA. After some discussion, the following amendment was tabled:

Moved an amendment by Nick de Boer, seconded by John Grierson that MVFN conform to ONCA’s terminology by using “Articles of Incorporation” and that wherever “Letters patent” are stated, we add “and/or Articles of Incorporation”.

CARRIED.

3. Regarding By-law 24, clarification was sought as to whether or not “members” refers to Board members or the general MVFN membership. The Bylaw reads as follows:

“24. The Finance Committee shall consist of a minimum of three (3) members including the Chair, who shall be elected to the position by the members, and shall include the Treasurer.”

It was pointed out by several MVFN members that “Members” is defined in the Bylaws as being a member of the MVFN. Notwithstanding that general observation, the Chair commented that this would be addressed by the Board and at the Annual General Meeting in February 2025.

4. Regarding the ONCA requirement for MVFN to have a physical address, it was commented by the Chair that the Articles of Incorporation would address this requirement and as such would be a matter of discussion by the Board.

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5. Regarding the signing of Consent Forms by Board members, it was asked why this formality was not included as a Bylaw. The ONCA requirement reads as follows:

“ONCA 25. (8) Director’s consent to act: An individual who is elected or appointed to hold office as a director is not a director, and is deemed not to have been elected or appointed to hold office as a director, unless the individual consents in writing to hold office as a director before or within 10 days after the election or appointment” .

Paul Frigon commented that this question will be reviewed by the Board and brought to the next regular AGM meeting in February 2025.

Moved by Bernie Range, seconded by Peter MacEwen that the main motion be approved, as amended, to read as follows:

WHEREAS, it is required that MVFN submit up-to-date Constitution and By-laws for filing with the Ontario Not-for-Profit Corporations Act (ONCA);

BE IT RESOLVED That the MVFN members present at the October 17th Special meeting, accept the revisions to the MVFN Constitution and By-laws as proposed. These changes include items forwarded to the members on October 3rd and additional Items suggested by members as a result of the circulation of the document.

AND that MVFN conform to ONCA’s terminology by using “Articles of Incorporation” and that wherever “Letters patent” are stated, we add “and/or Articles of Incorporation”.

**Moved by Cliff Bennett, seconded by Rob Longair THAT: the question be called.
CARRIED.**

The motion, as amended, CARRIED: 45 YEAS and 2 NAYS

**Moved by Ken Alison, seconded by Louise Beckinsale that the meeting adjourn.
CARRIED.**

The meeting adjourned at 7:05 p.m.

Respectfully submitted,

Mrs. Beverly Blais
Recording Secretary.